

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2014
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to
Commission File Number 000-30141

LIVEPERSON, INC.

(Exact Name of Registrant As Specified in Its Charter)

Delaware
(State of Incorporation)

13-3861628
(I.R.S. Employer
Identification Number)

475 Tenth Avenue, 5th Floor,
New York, New York 10018
(Address of Principal Executive Offices) (Zip Code)
(212) 609-4200
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, par value \$0.001 per share

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of June 30, 2014 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$501,997,117 (computed by reference to the last reported sale price on The Nasdaq Global Select Market on that date). The registrant does not have any non-voting common stock outstanding.

On February 27, 2015, 56,930,324 shares of the registrant's common stock were outstanding.

EXPLANATORY NOTE

LivePerson, Inc. (the “Company”) is filing this Amendment No. 1 to its Form 10-K for the year ended December 31, 2014 originally filed with the Securities and Exchange Commission on March 12, 2015 (the “2014 Form 10-K”) solely for the purpose of filing a revised consent of BDO USA, LLP (“BDO”), an independent registered public accounting firm. The consent filed by the Company as Exhibit 23.1 of the 2014 Form 10-K inadvertently referenced an audit report date of March 6, 2015. The correct audit report date was March 12, 2015.

No item of or disclosures appearing in the Company’s 2014 Form 10-K are affected by this filing other than the consent described above. This report on Form 10-K/A is presented as of the filing date of the 2014 Form 10-K and does not reflect events occurring after that date, or modify or update disclosures in any way.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following exhibits are filed as part of this Form 10-K/A:

23.1 Consent of BDO USA, LLP

31.1 Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on January 22, 2016.

LIVEPERSON, INC.

By: /s/ Daniel R. Murphy

Name: Daniel R. Murphy

Title: Chief Financial Officer

EXHIBIT INDEX

Number	Description
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Consent of Independent Registered Public Accounting Firm

LivePerson, Inc.
New York, New York

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-112019, 333-112018, 333-136249 and 333-147929) and Form S-8 (No. 333-34230, 333-147572, 333-159850, 333-168945 and 333-194590) of LivePerson, Inc. of our reports dated March 12, 2015, relating to the consolidated financial statements and the effectiveness of LivePerson, Inc.'s internal control over financial reporting, which appear in LivePerson, Inc.'s Form 10-K for the year ended December 31, 2014.

/s/ BDO USA, LLP

BDO USA, LLP

New York, New York

March 12, 2015

CERTIFICATIONS

I, Robert P. LoCascio, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of LivePerson, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: January 22, 2016

By: /s/ ROBERT P. LOCASCIO

Name: Robert P. LoCascio

Title: Chief Executive Officer

CERTIFICATIONS

I, Daniel R. Murphy, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of LivePerson, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: January 22, 2016

By: /s/ Daniel R. Murphy
Name: Name: Daniel R. Murphy
Title: Title: Chief Financial Officer